

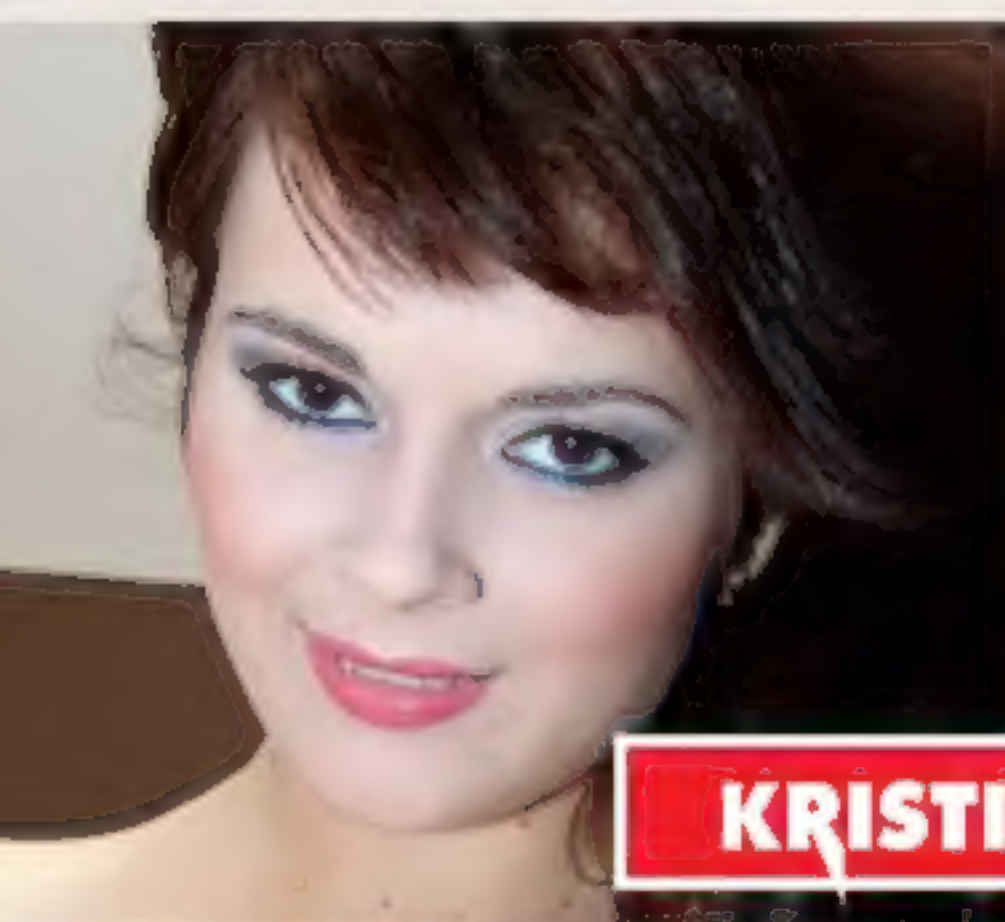
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REINVENTED

*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

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Just as the saying goes: clothes make the man; sometimes boobs make the woman. They sure do in my case. I have the other good stuff to back them up, but when you see my boobs, you see me. And there's a lot of me.

**KRISTI
& DUDE**






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*Kristi
Klenot*



STOP STARING

*And go get your checkbook!
I have six cats, a mortgage, car
payments, credit card debt,
and a mother that likes to
play bingo every Wednesday,
so I have to pose naked in
this magazine just so you
can get your rocks off looking
at my huge delicious boobs.*

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YES, I'M HOT.

*I'm also sassy,
a sweetheart,
opinionated,
a bitch,
your lover,
and your
very worst
nightmare.
I'm your
ex.....
asshole.*



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I was always getting hit on by photographers and make-up artists, my choice of guys or gals. So, I sampled a little of each. Those experiences made me realize that I could have sex with people that I just met and like it.

KYLA
& BAD BOB





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*Kyla
Sunz*

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You can watch some super hot sex with Kyla as she gets her tight butt hole plugged right camera. Check out her hot anal sex scene you just saw in this issue by downloading her sizzling video from 5freedvd.com. We had to throw cold water on our editing machines after they were done processing this scene. Apparently computers can get hot, too.

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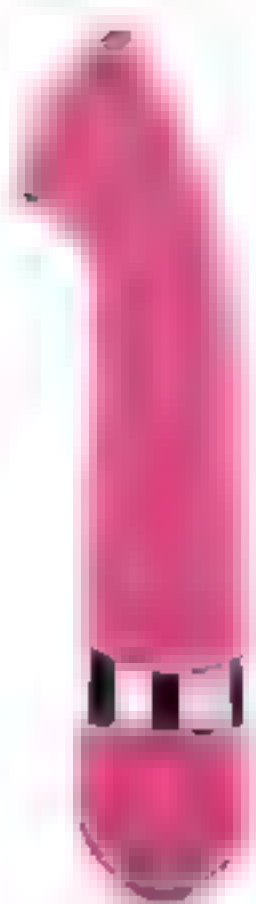


The Lorenzee Diamond Vibe



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138mm (5.43in)

The Christiane Soul



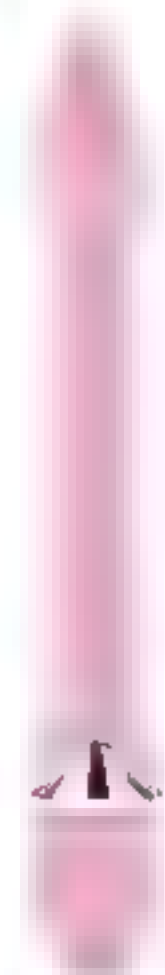
THE EMILY BIG G-SPOT

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172mm (6.77in)



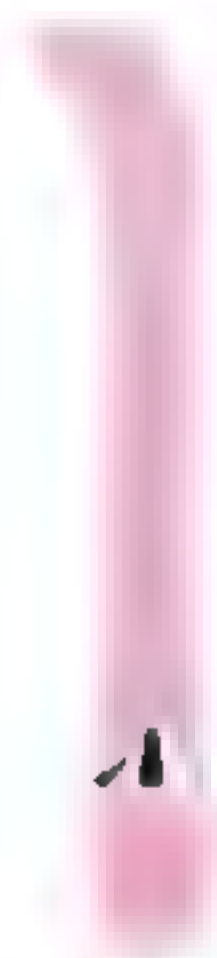
10 functions • Phthalate Free • Made from ABS with soft rubber coating
177.8mm (7in)

THE CARRIE B. SLIM G



THE CARRIE B. TWISTER

12 functions • Phthalate Free
Made from ABS materials
175mm (6.89in)



The ALEXANDRA



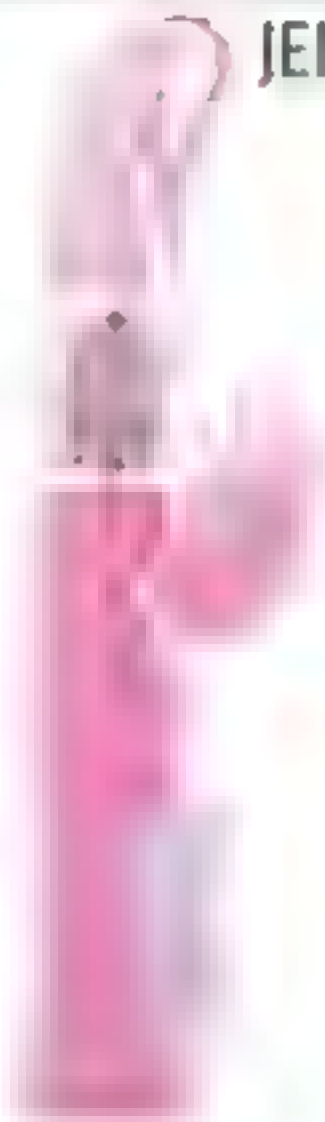
Double Detachable Ball and Single Ball • Silicone • Phthalate Free
114.3mm (4.5in) Balls

the Closet COLLECTION



10 functions • 15 Meter Remote Range • Phthalate Free Egg made from ABS material with Silicone body, Remote made from ABS material
88.9mm (3.5in)

THE Donatella JELLY G



Phthalate Free
262mm (10.31in)

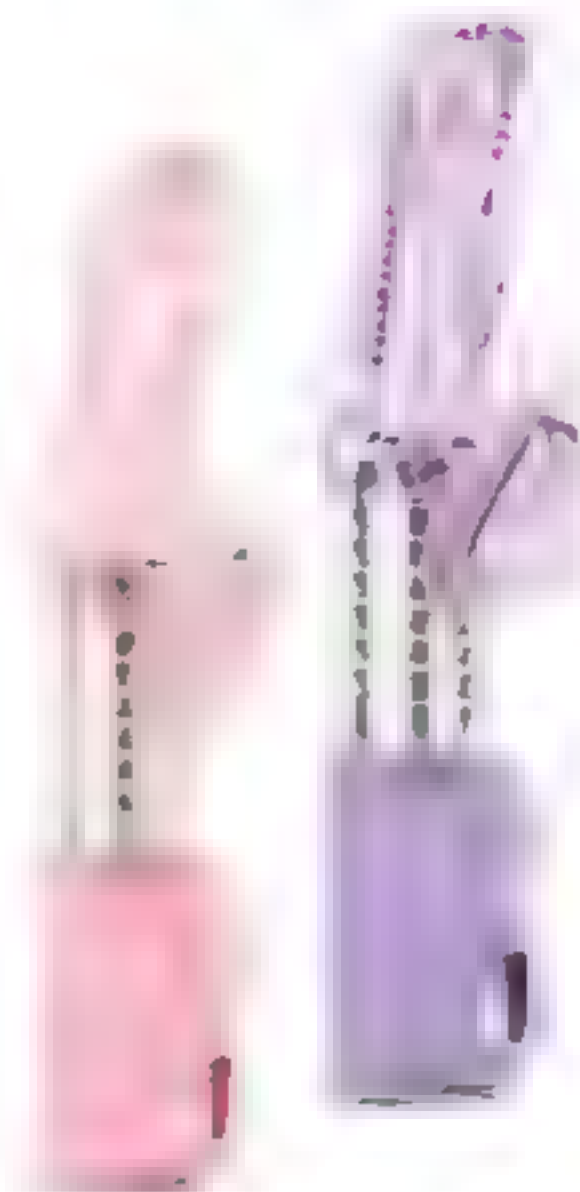
the roberta pleaser



10 functions • Phthalate Free • Made from Silicone and ABS materials • Handle made from ABS
170mm (6.69in)

THE JIMMEE LIGHTNING ROD

Bullet: 7 function • Toy: 1 function with 6 speed • LED lighting function
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THE DULCE BUNNY

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- ___ Roberta - pleaser - fuchsia \$62
- ___ Dulce - bunny - turquoise \$56
- ___ Dulce - bunny - pink \$56
- ___ Alexandra - benwa balls - lavender \$42
- ___ Christiane - soul - pink \$42
- ___ Christiane - soul - purple \$42

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- ___ Donatella - jelly g - lavender \$66
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40+ #46

THE UNDRESSING ROOM



Ok people, where did you come up with a woman like Isabelle? She undoubtedly has to be one of the finest example of womanhood I have ever seen, and I've seen a lot. Everything about her, all perfection. And she fucks other women? Now, in my book, that makes her even more incredible. Keep finding them.

— James, Miami

A little less than a month ago a new men's store opened at the mall near my house. I had wanted to stop in and see what they carried but work was just so time consuming that I didn't get the chance. Until last weekend.

I noticed in the paper they were still having their grand opening specials and I needed a couple pairs of slacks for work. So Saturday morning I went in about 10:30 and looked around. It seemed like a nice store and there were probably five or six single guys in the store, a few couples and several single women. The salespeople were dressed in black pants and dark maroon polo shirts with name tags on them. All were smiling large and doing their best to make a sale.

I found a display of dressy slacks and started rummaging around in them to find my size. After a few minutes, a petite, but quite attractive, salesgirl came over and asked me if I needed any help. I looked up, smiled and said I was doing fine. She said if I needed any help, her name was Ashlee. I smiled back -- and she winked at me.

Now I'm not the best looking guy, but I'm not bad. Almost six foot, 42 years old and salt and pepper hair. I'm looking for a 36 x 34 pant, no cuff. One in black and one in dark blue. I find a black one and head off for the dressing room. I find an empty room (they were all empty) and tried them on. Too big. I go back for a smaller

size and see Ashlee straightening the pant display I was just at. I kinda apologized for making a mess and she just giggled and asked if those fit. I told her I needed a smaller waist and told her 34" would probably be right.

She quickly found one and handed it to me and I said that if these fit, I would like to get a pair in dark blue. She said she'd find one as I headed back to the dressing room. I went in and hung the pants on a hook as I undressed. Then I heard someone else come in to the changing area. I heard the latch on my dressing room door open. In steps Ashlee with the dark blue pair and says that I should try these on too. I'm standing there in my boxers with a cute salesgirl really wanting to make the sale. Then I felt a long fingernail trace the waistband of my boxers.

I struggled to say something appropriate, but instead I felt my blood begin to rush as she tugged at my underwear, pulling them down around my ankles. She pressed herself against me and I could feel her nipples through her polo shirt. She planted a kiss on my neck and my mind began to reel as her hands found my cock and she began to play with it. My cock was erect by now and I closed my eyes as one of her hands slid up and down the length of my shaft, and the other began to knead and massage my scrotum. I reached down and rubbed my hand against her crotch as I pushed her against the wall and knelt down in front of her. She had already unbuttoned her pants and began pulling them and her panties down in one swift motion.

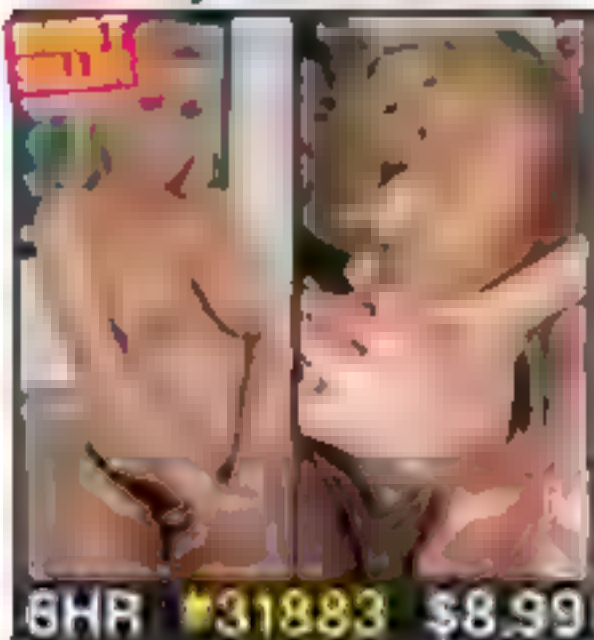
She was smoothly shaved and smelled sweet and a little musky and that was a huge turn on.

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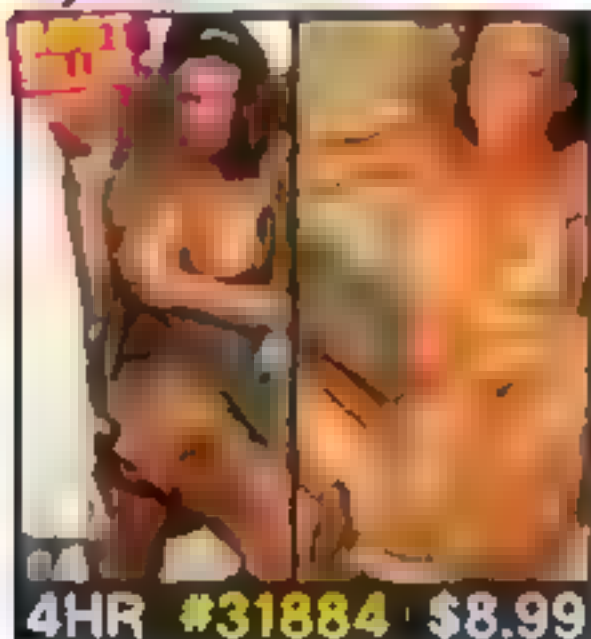
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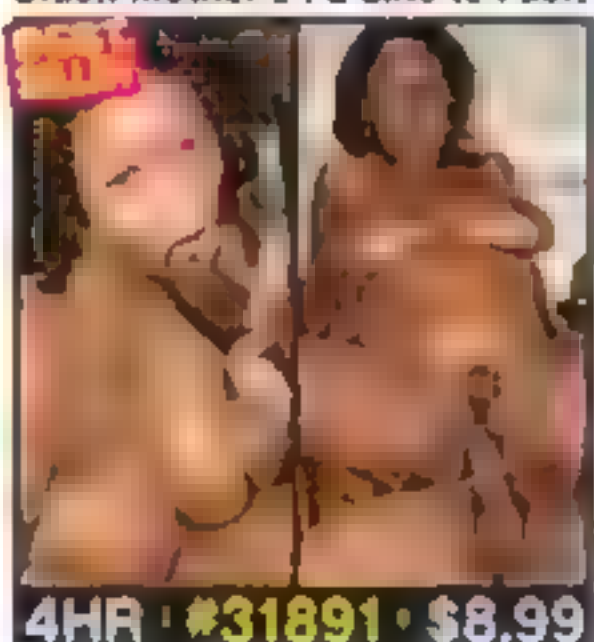
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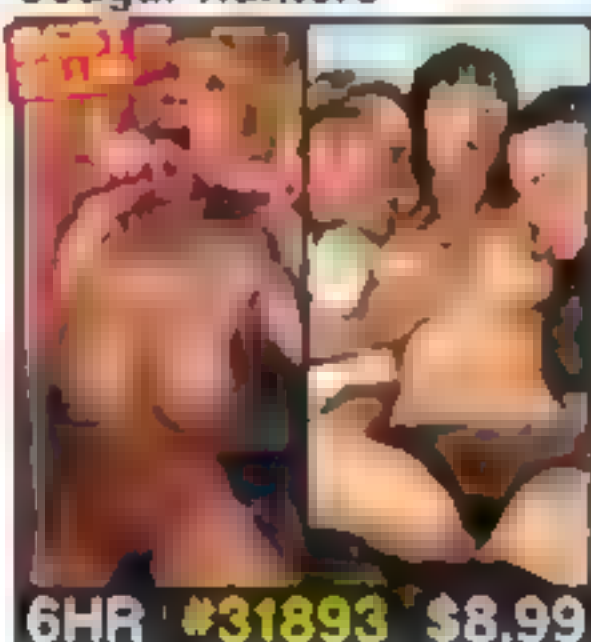
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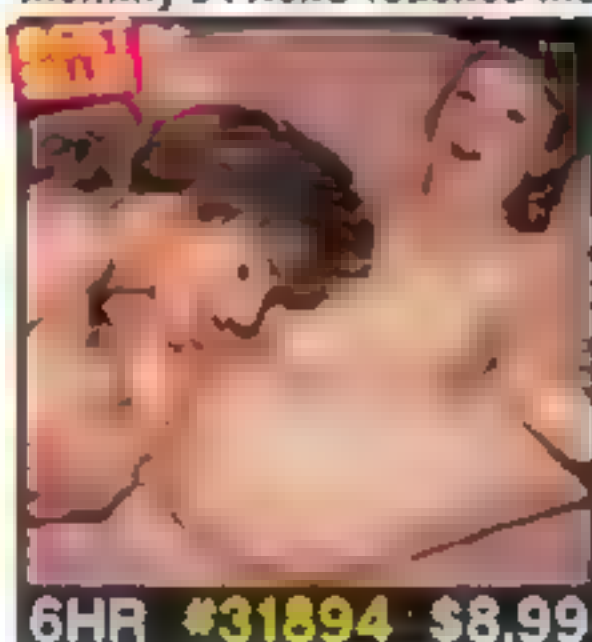
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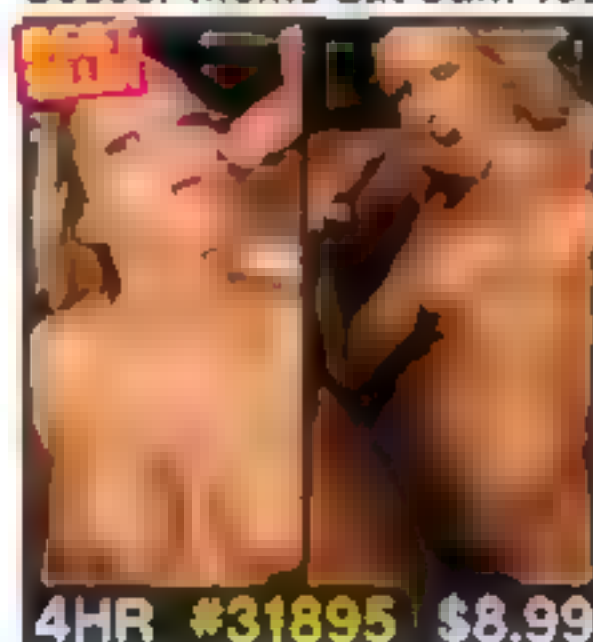
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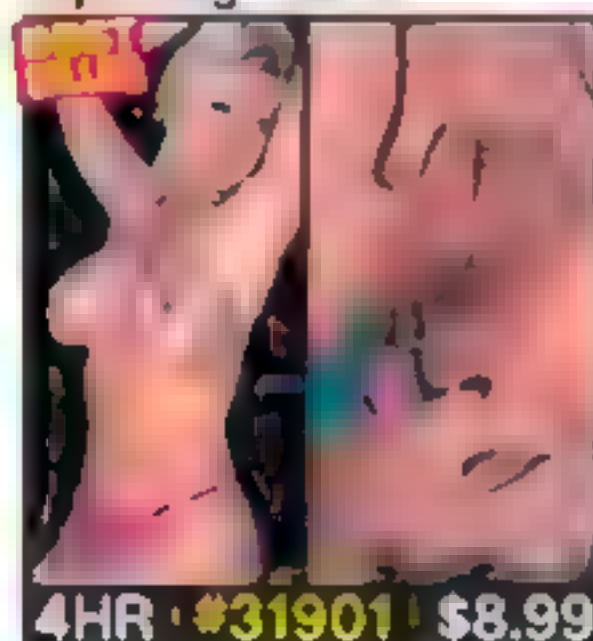
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I kissed her tummy and worked my tongue down on her mound. She spread her legs slightly, and I pulled her panties off. She gasped as I began to nuzzle in her mons. I began to kiss and lick softly along the opening of her pussy lips, and she lifted her legs so that her weight was now being borne on my shoulders. I teased her pussy, kissing and licking it. She wrapped her legs around my head and pressed my face tighter into her crotch. Her fingers were running through my hair as I sucked on her pussy, and her breathing became quicker and louder.

Ashlee couldn't take anymore of my tongue and climbed off of my shoulders drawing me to my feet. She made me sit on the bench and immediately went for my cock. She took it into her mouth and began pumping furiously. I closed my eyes and listened to the sounds of her slurping and sucking on my cock were driving me crazy. She gave my cock one long suck and then stood up. She wrapped her legs around my waist and I guided my cock into her sweet pussy.

She leaned into me and began nibbling on my neck as she humped my cock. Everything she was doing was driving me crazy. I kissed her, and I felt her tongue trying to enter my mouth but most of my attention was directed towards fucking her brains out as quickly and as quietly as possible. I adjusted my penetration so that the majority of the friction was against her clit. As I pounded in and out, she began biting my ear while trying not to scream. I could feel my come beginning to rise as well, and I told her so. In response, she tightened her grip on my waist and I increased the rate of my pumping.

I moaned into her ear that I was about to cum and she told me to hold it for a moment and getting off me, she dropped to her knees and took my cock, and then all my spurting love juices, deep into her mouth. I held her head

there as I emptied my balls into her warm mouth.

She stood up and gulped a last swallow and licked her lips. She fixed her hair as best she could while I got my clothes back on. She exited the dressing room and disappeared into the store.

I took my two pairs of slacks up front to the register to pay, all the time looking around for Ashlee. I didn't see her so I paid with my card and went home, wondering if this was a new approach to selling clothes. If it is, I'll be back to find out next weekend!

— *Les in Columbus, Ohio*

LOVING LADIES

I thought she was one sexy woman when she had the glasses on, but then, as I saw her with them off, I swear she was the sexiest woman I'd ever had in my sights. We worked together and for the last month we've been flirting around the water cooler where she admitted to being gay. Strangely, I found that a turn on. We were going out on Friday night after work to a lesbian bar. I've been to one before, but that was years ago and I'm sure they are different now. After the bar we went back to my place since her male roomie was at her place.

In my living room, we made out for a minute in our clothes, but they did not stay on very long. I slid down to Sidney's crotch. As I said, I had a few experiences in college, but that was twenty years ago. I feared I wouldn't be able to satisfy her completely but I was more than up to the challenge. I leaned down and ate pussy for the first time in over twenty years. It tasted

Dear 40+ mag,

I'm writing to tell you that I though the pictorial of the three-way with Janet was really hot. But what I enjoyed even more was the opportunity to watch her get fucked live. Well on video, anyway. I didn't like waiting for the video to download, but I made me a sandwich and got my box of tissue while it did it's thing. Then I made myself comfy on the sofa, opened the magazine to her layout and hit the play button on my computer. I tried to follow the action in print and on my screen, but after a few minutes, I put the magazine away and kicked back with my sammy and watched her get fucked and play with the beads.

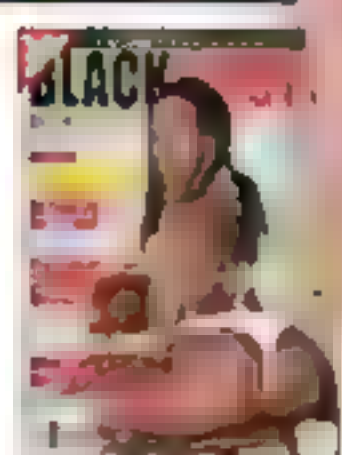
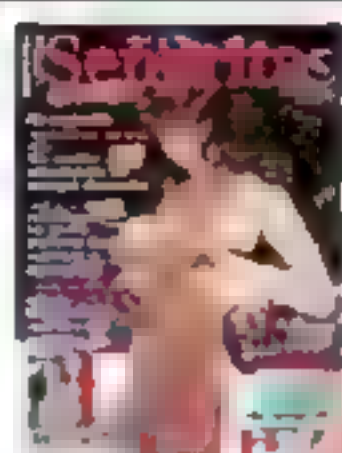
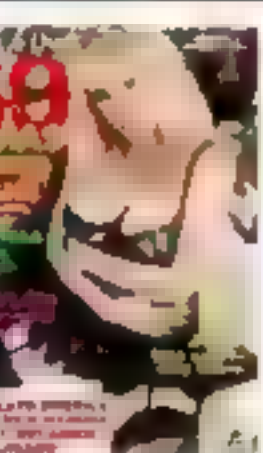
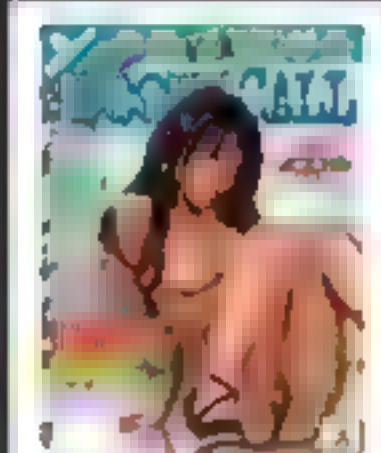
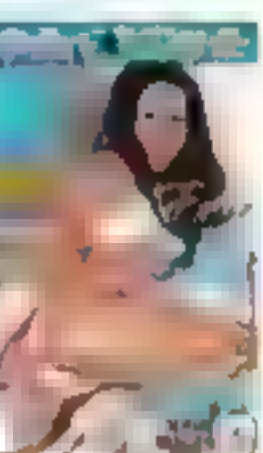
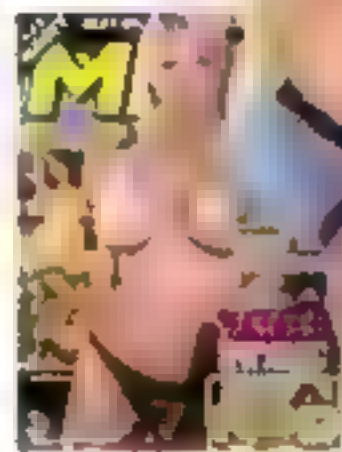
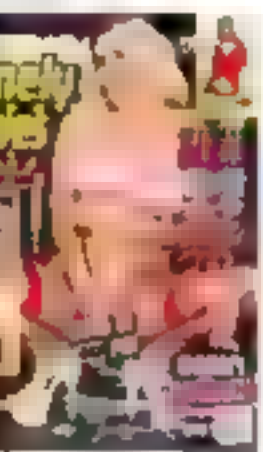
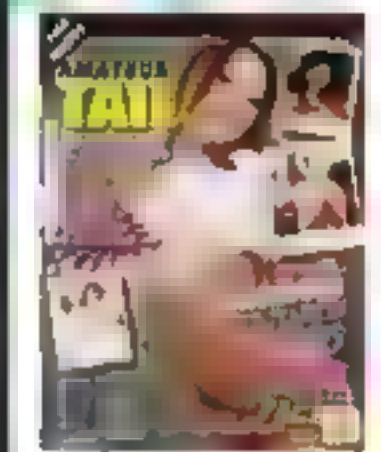
— *Ben, Las Vegas*

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even better than I remembered. Let's just say, all my nervousness disappeared after about five seconds. I quickly got into it and Sidney leaned back to enjoy my attentions, but in a short while it would just become too much for her to take. I heard the rapid breathing, she was already getting towards her limit. I just kept pushing it and fucking her senseless with my tongue.

With her pussy lips spread out, my tongue was almost a deadly weapon in this situation. She leaned up and put her hands onto my smooth ass. I noticed as she did that a little more of her pussy juice came flowing out. Maybe she was more than a little curious, but whatever her motivation was, she was about to explode.

Just as I knew she would, Sidney came all over my face and the sofa as well. As my face was drenched, I got up and went over to my cabinet. She knew exactly what I was going for and when I had the dildo in my hand, I brought it back over to the sofa. I kissed her once as I slid the dildo into her wet pussy. She pulled me down closer to her and laid her lips on my neck a few times. Both of us were breathing quite heavily the whole time. Sidney leaned her head onto my boob and I put my other arm underneath her holding her there. I began thrusting the dildo even faster in and out of her pussy, and she seemed to love it. I kissed her and put that dildo deep inside her at the same time, and she loved it. If she wasn't lesbian when she came over, she definitely was by now. She even used her tongue a bit as we made out.

I got down towards her crotch and began eating her out again. At first I didn't use my fingers at all, I just went in and used my tongue. I licked her pussy slowly numerous times and she just seemed to love it. She put her hands on her boobs and began pinching her nipples and squeezing her boobs. I couldn't help but spread

out her pussy lips and really show her what I

could do with my tongue. I stuck a finger into her pussy for a second, and then that was when it happened. It was quick, but it was still very satisfying though. I thought it was the biggest orgasm she ever had, judging from how wet my face was and the reaction she had after it was over. As I was done, she still had her eyes closed and leaned her head back. I didn't know if I should touch her or say anything, I feared it might ruin whatever she had going on mentally I mean. After about two minutes I laid my head next to her's and put my right hand onto her right boob. I gently pinched her nipple, and that was when she opened her eyes.

I leaned in and kissed her again. A minute later, without saying anything, she slowly went down towards my crotch. I could tell Sidney was still nervous, even though I made her cum twice already. I leaned up a bit and brought her to me to kiss her. She slowly went down and began eating me out. She just licked my pussy slowly for a few minutes at first, then she stuck her tongue deep inside my pussy. I just lay back and enjoyed the ride. She preceded to spread out my moist pussy lips and stick her tongue in just the right spot. As she noticed that I was really enjoying myself, she got a little more feisty. Even though I was moving a little frantically, she kept her mouth right on my pussy. Just as I expected, I had multiple orgasms, so it lasted for a couple minutes. She just stayed right there and took all she could get. Once I was done, she slowly climbed up with me and lay next to me.

— Eloisa from Richmond, Virginia

Dear Editor,

We guys love two, or more, women getting it on. Cockless lovemaking is hot, but when they bring a dildo, that's even hotter. When one chick gets dildoeed, that's sexy, and when they share one, that's even sexier. The cool thing about chicks and toys is that they really get into it. Perhaps it's because there's no guy around and they let loose. Or maybe it's because they don't want the phallic commitment.

— Mason, Erie, PA

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CASSIDY & RACHAEL

We still like to pretend we're not married. When we're at a club or some other social event, we don't wear wedding rings and we flirt with guys. That way we feel free and unattached and a different side of us comes out. We're not the housewife anymore. We're looking for some action with each other.





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Before we were married, one night the two of us girls got pretty drunk on champagne and started making out. Well, that led to us getting it on and after an hour of some heavy petting and great sex, we decided that we liked having sex with each other. We decided not to let our husbands know or bring them into it -- yet.

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*Cassidy Essence
& Rachel Solari*





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*I used to be a shy and innocent girl
who didn't even know the facts of life.
I got over that pretty quickly and now
I'm all about the fucks of life.*

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BABALU & ROGUE

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if he would try that again. Now I love it and been addicted ever since.



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Now wasn't that fun?
Seeing that big dick
jammed into my little
butthole with my sphinc-
ter closing tightly around
it. It fills my anus nicely
and I just go crazy when
he pumps it in and out
of me. Damn, I have the
best orgasms that way.
Remember, sex is never
finished until the butt
lady screams!"

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A man and a woman are shown in a sexual scene. The man is on the left, shirtless, with his head tilted back and mouth open. The woman is on the right, also shirtless, with her mouth open in a shout or scream. They are both looking towards the camera. The background is a plain, light-colored wall.

Babalu

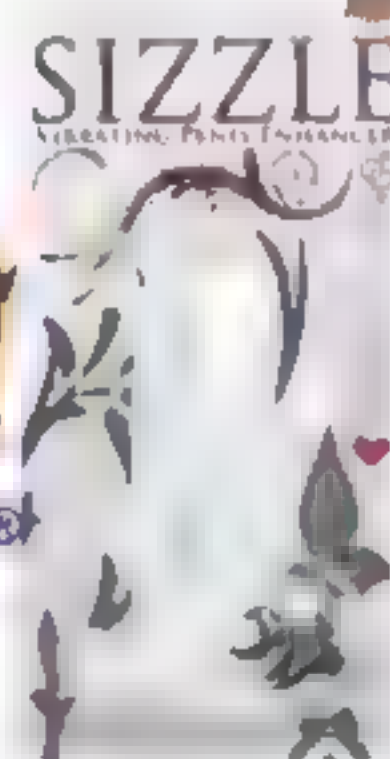
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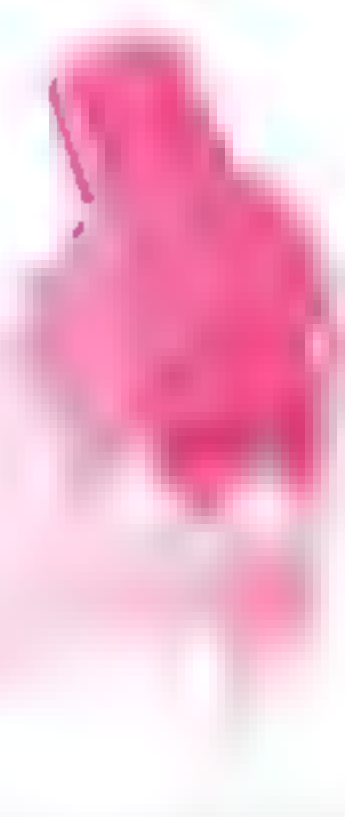
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SIZZLE 7"



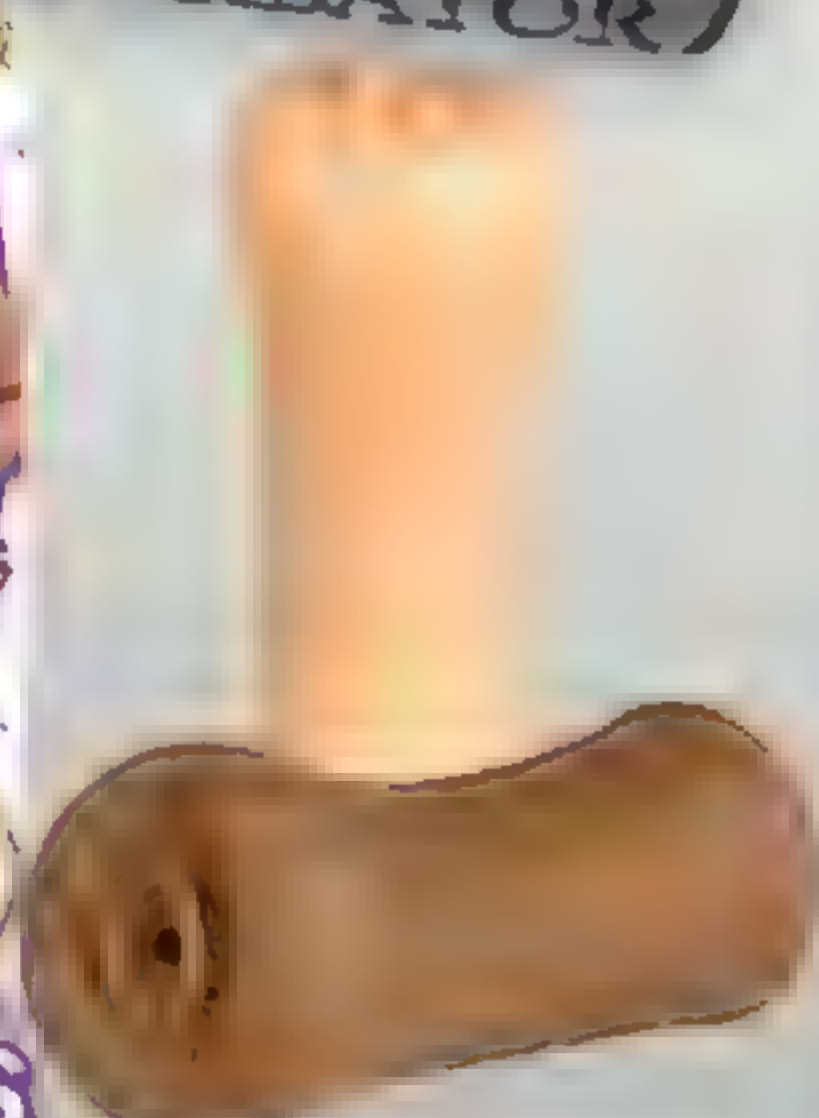
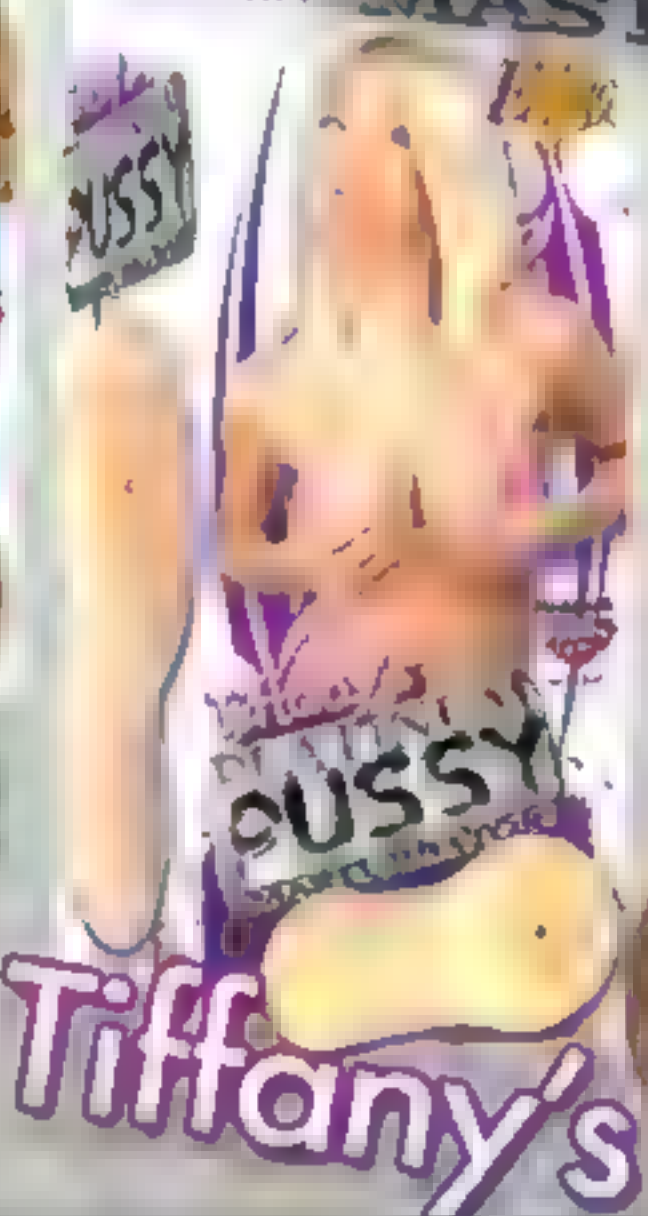
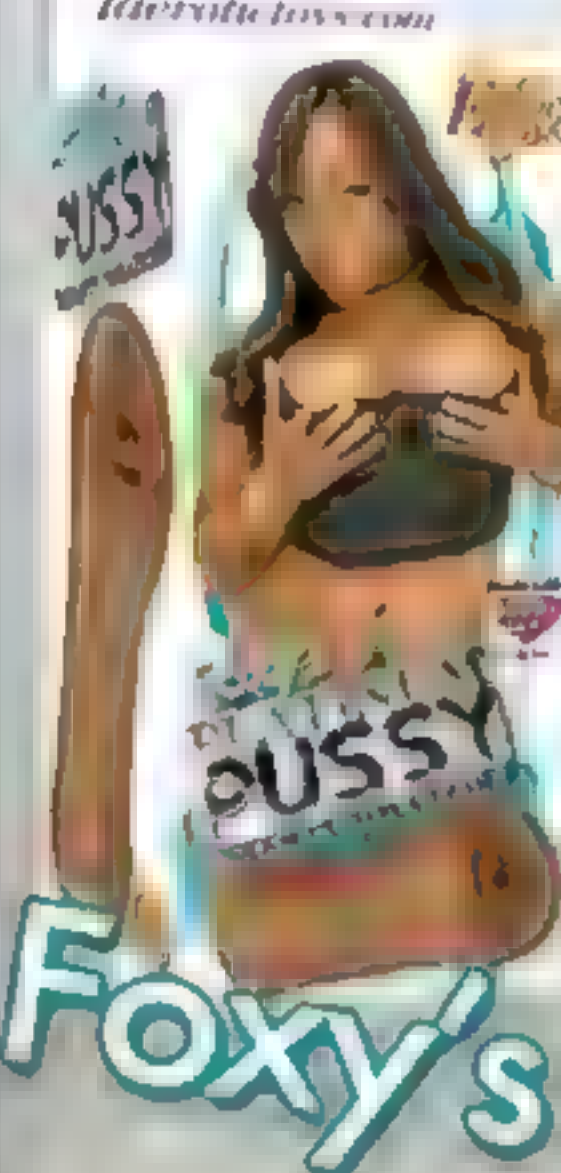
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 - ___ Classic babe mini vibe - turquoise \$11

- QTY.
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 - ___ Melissa Midget Doll \$27
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ANDREA & RICK

I was at an office cocktail party with my husband and I was sitting on a sofa with one of his younger male coworkers. I started telling him how I loved to suck cock and I could see he was getting an erection sitting there. I increased the heat level by describing my techniques and he was squirming in his seat.





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Andrea Jovan





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I told him how much I like deep-throating and swallowing cum and I think he came in his pants right there on the sofa. He immediately bolted off to the bathroom, drink in hand, covering his crotch. Now that was fun."

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*I selected several different combinations and
handed them
to Felicity to try them on. She headed for the
dressing room,
but was a little surprised when I followed
close behind.*

lingerie for a special day

Felicity and I have been married for fifteen years. They have been great and next year we're planning to adopt since we have no kids of our own. In the meantime, we're trying to live it up before we give it up. Admittedly, our sex life has stagnated a bit over the years, and while we enjoy having it, we try to spice it up whenever and wherever we can.

Throughout the years, finding nice birthday presents for her has gotten more and more difficult. Fortunately, Felicity has become less concerned about her presents than just having a good time and being together. I was in Chicago for a couple days on business and her birthday was coming up. I decided to call her to take her shopping on Michigan Avenue for her birthday. I set up airline tickets from Louisville and a limo to pick her up at the airport. When she arrived at the hotel, I was waiting at the curb with flowers and a big hard-on, which I was trying to hide with the flowers. I told her I was going to take her out tonight for her birthday.

We jumped in the rental and headed into the city. In the car we talked about many different things. That's one thing about us, we can still keep each other interested just through conversation. Tonight, however, I couldn't help noticing how good she looked in her skirt and blouse that showed off just the right amount of cleavage. She asked me what I was thinking about, so I told her. She unbuttoned her shirt with a sly smile and pulled it open more to show me her new bra and promised to show me her matching panties later. She knew that would make me crazy and I told her she better stop, or... 'Or what?' I countered. She reached over and grabbed my crotch and pinched hard.

She loosened her grip as we approached the city. I took the exit and found my way to a parking garage right on the avenue. She said, "You really don't need to buy me anything." I said, "I know, but I really want to so just enjoy yourself." We headed for the Water Tower Place mall and walked around the shops. She got a big smile on her face when we headed into La Perla. My plan was playing out perfectly. I told her I would pick stuff out, and she would try it on and if I gave me a woody, I'd let her take it, and me, home.

An attractive sales lady came over offering some assistance, but I told her I had it covered. I started out by looking through some teddies and some shelf bras and garter belts. I selected several different combinations and handed them to Felicity to try them on. She headed for the dressing room, but was a little surprised when I followed close behind. She went to the dressing room furthest back and I smiled and sat in a chair that was right outside her door. The lady working there and seemed to know that we were being playful so she just smiled and left us alone. And that was a good thing.

As I sat in the chair I was getting aroused thinking about her changing right on the other side of the door from me. I could see her feet under the door and saw the red panty slide up from her ankles as she changed. I was already hard and wanted so badly to just throw the door open and grab her. Over the wall, I heard her say how much she liked the red garter belt set.

I asked her to let me see it and she laughed because she thought I was joking. I said, "Just open the door so I can see it. How else am I can I decide if I am go-



ing to buy it for you?” A few seconds later the door slowly opened about a foot. I sat back down in my chair and took her in slowly. She looked great. The panty and garter fit perfectly and the shelf bra was pushed her boobs up and exposed her round brown nipples above the cloth line. “That looks great on you.” I said. She smiled, retreated back into the dressing room and closed the door.

I collected myself and sat back down to await the next outfit. I watched under the wall as the red thong came off and heard more rustling as she tried on the next piece. My heart was pounding as the door slowly opened again. There she stood with a big smile on her face in a sheer spaghetti strapped nightgown. It was very classy looking and fell to mid thigh. Felicity smiled, turned all the way around, and asked me what I thought.

I stood up and walked into the dressing room and helped gather the clothes she just tried on. We paid at the register and rushed back to the car. The drive back to the hotel room seemed like only a few minutes as I imagined my hot wife in those sexy outfits, and me pulling them off her. We valeted the car and literally ran up to our hotel room. Felicity had a look of excitement and nervousness on her face. I grabbed her and kissed her deeply as soon as the door closed behind us. Her breathing was heavy as our bodies touched. I ran my hands up her back, into her hair, and back down her body until I was caressing her silk ass. I could feel that she didn't have any panties on.

She broke our embrace and headed for the bathroom with the La Perla bag. I shouted after her “You know

nothing's going to stay on for long.” She looked back at me and smiled mischievously and disappeared into the bathroom. I waited for like what seemed to be eons until she came back out into the room. I told her she looked magnificent and hoped she liked her birthday presents. She walked over to me, put her arms around me and whispered “I think I'm going to like this one best of all.” And proceeded to kiss me deeply. I began to pull her over to the bed but we stopped inches short as I lifted her up and she wrapped her legs around my body grinding herself into me. I put my arms under her legs and lifted her higher, sliding her up against the wall until her legs were on my shoulders. She took a deep breath of shock and excitement as my hands slid under the night gown and began caressing her ass.

As I slid the nightgown up her waist, my tongue quickly found her already hot and wet pussy. I licked and sucked, taking in her wetness while she let out little moans of approval. I knew she was very turned on so I quickly found her clit with the tip of my tongue and began flicking it fast but gently until I felt her start to tense up. Her hands clinched tightly in my hair as I held her suspended high on the wall above me. But I soon relented and guided her slowly down onto the bed. I looked down at her sexiness and found my way back to her pussy.

I sensed she was about to cum and I wasn't about to stop until she did. I continued flicking her clit with my tongue as she were trying hard to hold back. Her body tensed harder as her first orgasm hit. I continued licking and sucking on her as she came hard. I began to slow my pace and lick gently as she came down from



her pulsing orgasm. Our breathing was heavy as she moaned, "Happy birthday to me."

She pulled me down onto the bed and started peeling my clothes off. I helped her and in a minute I was naked too with my ridiculously hard cock pointing directly at her. She got down in between my legs and ran her hands up and down my thighs, then she began kissing the shaft as she caressed me at the same time. She then looked up at me while running her tongue up its length and back down several times. What seemed like an eternity to me, she finally took me in her mouth. Sucking slowly and perfectly I moaned and whispered how good it felt. I was so turned on that I couldn't take this much longer. Felicity slid her mouth up and down slowly, then she picked up the pace. I reached down and pulled her up.

She climbed on top of me and lowered herself onto me. The feeling as I slid inside her was too good for words to describe. We both began kissing deeply as she gyrated her hips with me deep inside you. As her hips moved around in circles, I could feel her tighten up on me. She moved her vaginal muscles around inside to squeeze my cock even harder and the added pressure almost made me shoot right then.

I felt her climax again, before me as I was trying hard to hold back as I felt her cum once again. She broke from our kiss as I grabbed her ass and helped her continue grinding on me. After she caught her breath, I positioned her doggie style and got behind her on my knees. She braced her hands on the bed as I entered

her from behind and began fucking her at such a fast pace that we couldn't help but let out moans.

I had to pull out so I wouldn't cum. I sat back on my haunches for a minute as I fingered her wet pussy. I swirled some slippery juice up to her butthole and slowly slipped a finger, then two in it. I got back up on my knees and worked my cock around her anus opening, pushing the head in and pulling it out in a slow, tortuous tease. I finally shoved it in a couple inches and felt her arch to meet my cock. I pushed in some more and she reached between my legs and grabbed my dangling balls. I began to fuck her ass harder as she dropped her head to the bed, heaving her upturned ass at my cock.

I felt her hands massaging my balls harder with each thrust. I was now so close to cumming. I reached down and grabbed a fistful of her hair as I quickened my deep thrusts. I whispered that I was going to cum and she whispered back to fill her ass with it. After a few more balls-deep thrusts, I exploded in orgasm deep in her ass and filled it with what seemed like gallons of my love juice. I held myself there as I had what felt like the biggest orgasm of my life.

Felicity rolled over and I fell down on the bed next to her. "Happy birthday to me." she said in a low moaning voice. We cuddled the rest of the night and fell asleep in each other's arms. In the morning I called the front desk and informed them we would be staying a couple more nights. Felicity came out of the bathroom that morning to show me the other outfit we had bought. Needless to say, it didn't stay on her very long!



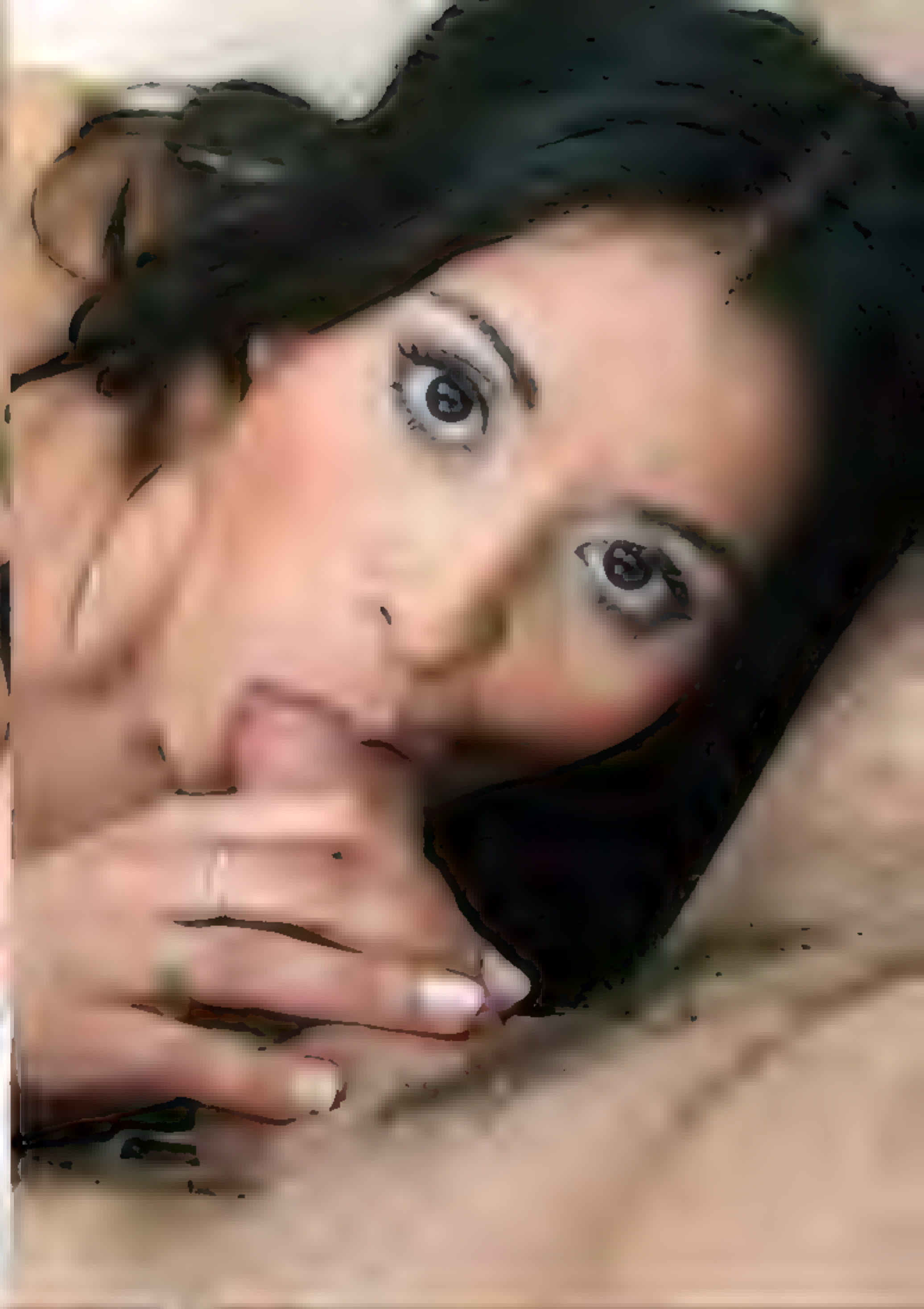
ANTONELA & AXEL

Antonela's always been a rabble-rouser. In college she instigated a raid to the boys locker room. Then an all-girl nighttime beach party where naked mer-men came out of the water and danced for the girls. She likes to have fun.




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A woman with dark, wavy hair is lying down, looking towards the camera with her mouth open, containing a ring. Her hands are raised near her face. Two other hands are visible at the bottom of the frame, touching her lower body. The background is a light-colored, textured surface.

**There's a big hard
dick in my pussy!
I told him to put it
there after he fin-
ished fucking my
mouth. Do you like
the way it looks? I
like the way it feels.
Would you like to
put your cock there?
Would you like to
cum in my pussy, or
would you prefer to
take it out so I can
suck it and swallow
your precious juice?
Just let me know.**

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Antonella

DO I LOOK THE PART?

*I'm rich, single and looking for sex.
I get invited to all the right parties,
have a boatload of cash and live
the life of a rockstar's groupie.
You got the balls to check me out?*

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**DAPHNE
& JENNER**

I'm gonna be on a date tonight with this cool guy that I'm going to give up my booty to. I brought a manewra along so you'll get to watch. I know it will hurt a little at first but then I will like it. And I think you'll like it too. So watch us.







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*Daphne
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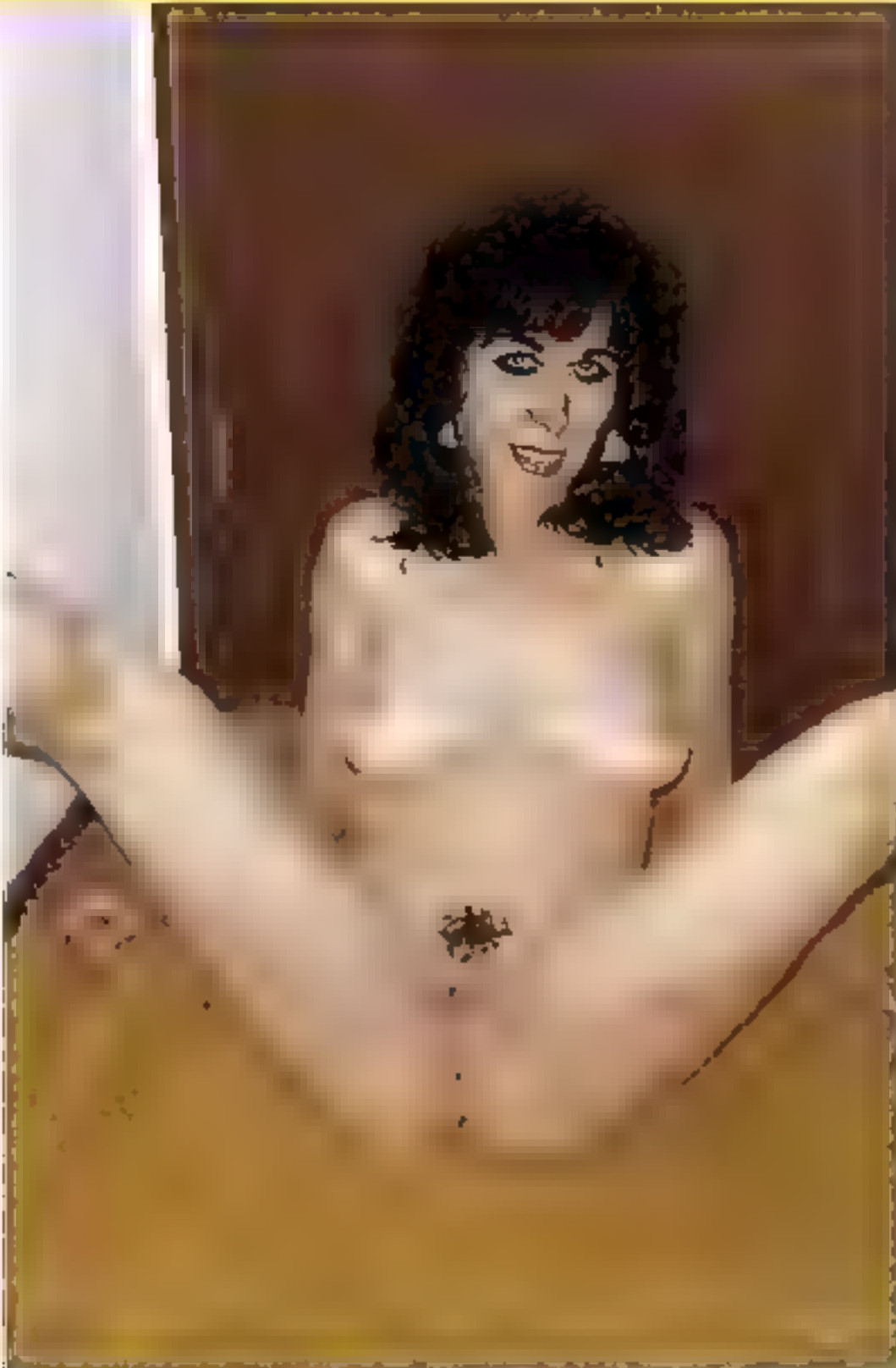
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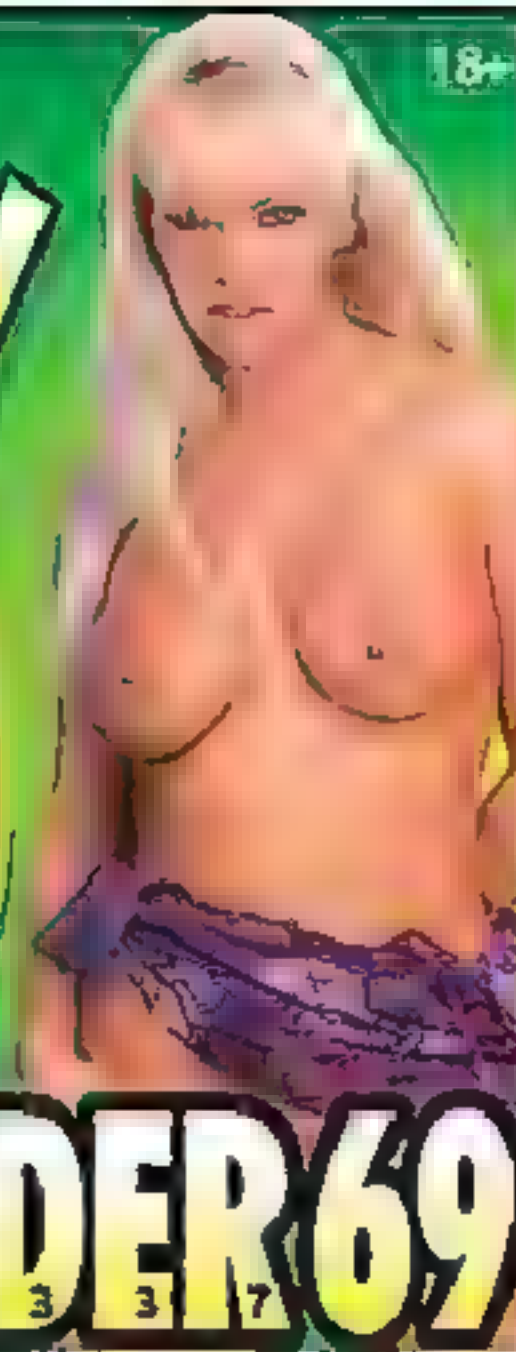
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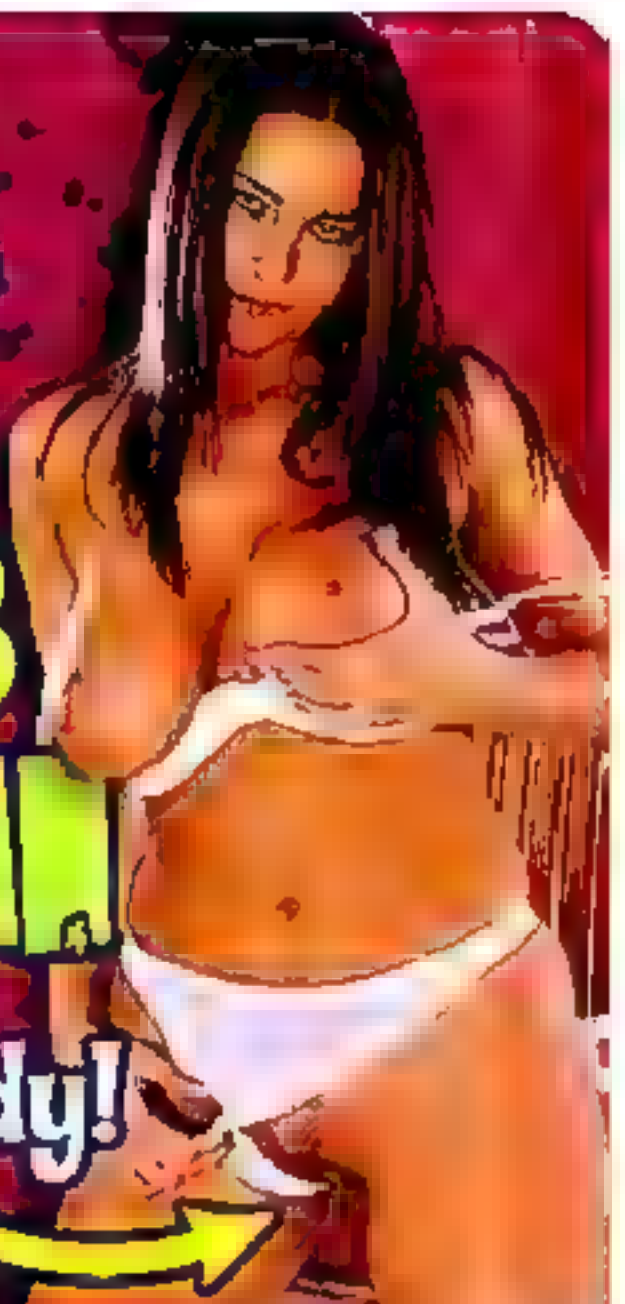
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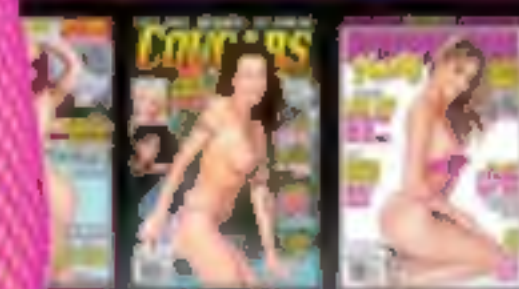
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